

18859-PP  
RECORDATION NO. FILED

JUL 13 '10 -8 00 AM

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SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

July 13, 2010

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Partial Termination of Lease Agreement (SPTC Trust No. 1994-2 (Redesignated SPT 1994-C)), dated as of June 30, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Commission and Board under Recordation Number 18859.

The names and addresses of the parties to the enclosed document are:

Lessor: U S Bank National Association (successor in interest to Shawmut Bank Connecticut, National Association)  
225 Asylum Street  
Hartford, CT 06103

Lessee: Union Pacific Railroad Company  
1400 Douglas Street  
Omaha, NE 68179

Section Chief  
July 13, 2010  
Page 2

A description of the railroad equipment covered by the enclosed document  
is:

1 locomotive: SP 8586.

A short summary of the document to appear in the index is:

Partial Termination of Lease Agreement (SPTC Trust No. 1994-2  
(Redesignated SPT 1994-C)).

Also enclosed is a check in the amount of \$41.00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the  
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

REGISTRATION NO. 18859-PP  
FILED

JUL 13 '10 -8 00 AM

SURFACE TRANSPORTATION BOARD

PARTIAL TERMINATION OF LEASE AGREEMENT  
(SPTC Trust No. 1994-2)  
(Redesignated SPT 1994-C)

THIS PARTIAL TERMINATION OF LEASE AGREEMENT is made and entered into as of June 30, 2010, by and between U. S. Bank National Association (successor in interest to Shawmut Bank Connecticut, N.A.), not in its individual capacity but solely as Owner Trustee ("*Lessor*") and Union Pacific Railroad Company (successor to Southern Pacific Transportation Company) ("*Lessee*")

1 Lessor has heretofore leased to Lessee that certain locomotive set forth on Schedule 1 attached hereto pursuant to the Equipment Lease Agreement (SPTC Trust No. 1994-2) (Redesignated SPT 1994-C), dated as of June 29, 1994 (as amended, the "*Lease*"), as supplemented, a copy of which was deposited with the Registrar General of Canada on June 29, 1994, and a copy of which was duly recorded with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) on June 29, 1994 at 2:25 p.m. under Recordation Number 18859 Capitalized terms used herein without definition have the meanings assigned to them in the Lease.

2. The Lease is terminated effective as of the date hereof with respect to the locomotive set forth on Schedule 1 attached hereto, which has suffered an Event of Loss under the Lease

3 This Partial Termination of Lease Agreement shall neither impair nor terminate the rights and obligations of the parties under the Lease which expressly survive this partial termination.

[Remainder of page intentionally blank.]

Dated as of the 30<sup>th</sup> day of June, 2010.

U. S. BANK NATIONAL ASSOCIATION, not in  
its individual capacity but solely as Owner Trustee

By: my Duhane

Title: Vice President

UNION PACIFIC RAILROAD COMPANY

By: \_\_\_\_\_

Title: \_\_\_\_\_

Dated as of the 30<sup>th</sup> day of June, 2010.

U. S. BANK NATIONAL ASSOCIATION , not in  
its individual capacity but solely as Owner Trustee  
By: .....

Title: .....

UNION PACIFIC RAILROAD COMPANY

By: ..... 

Title: **Gary W. Grosz**  
**Assistant Treasurer**

STATE OF CONNECTICUT

)

) SS: HARTFORD

COUNTY OF HARTFORD

)

On this 9<sup>th</sup> day of July, 2010, before me personally appeared Maryanne Y. Dufresne, to me personally known, who being by me duly sworn, says that (s)he is Vice President of U.S BANK NATIONAL ASSOCIATION, that said instrument was signed on behalf of said national banking association on such day by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.

*Susan P McNally*

Notary Public

[Notarial Seal]

My commission expires: \_\_\_\_\_



STATE OF NEBRASKA

)

)

COUNTY OF DOUGLAS

)

On this \_\_\_\_\_ day of \_\_\_\_\_, 2010, before me personally appeared Gary W. Grosz, to me personally known, who, being by me duly sworn, says that he is the Assistant Treasurer of Union Pacific Railroad Company (successor to Southern Pacific Transportation Company), that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

[Notarial Seal]

My commission expires: \_\_\_\_\_

Partial Termination of Lease Agreement  
SPT 1994-C (June 30, 2010)

COMMONWEALTH OF MASSACHUSETTS )

) SS. BOSTON

COUNTY OF SUFFOLK )

On this \_\_\_\_\_ day of July, 2010, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, says that (s)he is \_\_\_\_\_ of U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on behalf of said national banking association on such day by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.

\_\_\_\_\_  
Notary Public

[Notarial Seal]

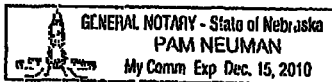
My commission expires: \_\_\_\_\_

STATE OF NEBRASKA )

)

COUNTY OF DOUGLAS )

On this 2nd day of July, 2010, before me personally appeared Gary W. Grosz, to me personally known, who, being by me duly sworn, says that he is the Assistant Treasurer of Union Pacific Railroad Company (successor to Southern Pacific Transportation Company), that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation



Pam Neuman  
\_\_\_\_\_  
Notary Public

[Notarial Seal]

My commission expires: 12-15-2010

SCHEDULE 1

EQUIPMENT	QUANTITY	ROAD NUMBER
SD40M-2 Locomotive	1	SP 8586




CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

7/13/10



\_\_\_\_\_  
Robert W. Alvord